

HEMANSHU KAPADIA & ASSOCIATES

COMPANY SECRETARIES

Office No. 12, 14th Floor, Navjivan Society, Building No.3

Lamington Road, Mumbai -400 008

Tel 6631 0888/ 66314830

E-mail: hemanshu@hkacs.com

Website: hkacs.com

SCRUTINIZER'S REPORT

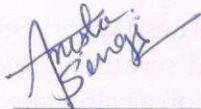
To,
The Chairman,
ABANS ENTRPRISES LITIMED
CIN: L74120MH1985PLC035243
36, 37, 38A, 3rd Floor, 227, Nariman Bhavan,
Backbay Reclamation, Nariman Point, Mumbai - 400021.

Dear Sir,

1. The Board of Directors of the Company, at its meeting held on Tuesday, 5th February, 2019, has appointed me as the Scrutinizer to receive, process and scrutinize the postal ballot papers (including e-voting) in respect of the Special Resolution as circulated in the Postal Ballot Notice dated 5th February, 2019 pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.
2. I submit my report as under:
 - 2.1 On Monday, 11th February, 2019, the Company completed the dispatch of the Postal Ballot Notice pursuant to Section 110 read with Section 108 of the Companies Act, 2013 and Rule 22 of read with Rule 20 of the Companies (Management and Administration) Rules, 2014 along with the postal ballot forms containing the instructions and login details and self-addressed postage pre-paid envelopes to the Members whose e-mail IDs are not registered; and sent e-mail to the Members whose e-mail IDs were registered as on Friday, 1st February, 2019 (being the cut-off date for the purpose of voting) for seeking approval by postal ballot, including e-voting by electronic means.
 - 2.2 Particulars of all the postal ballot forms received from the Members and the votes cast by electronic mode have been entered in register maintained for the purpose.
 - 2.3 The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.



- 2.4 The postal ballot forms were opened in my presence on Thursday, 14th March, 2019 at 05.05 PM. and scrutinized and the shareholding was matched /confirmed with the Register of the Members of the Company/ list of beneficiaries as on Friday, 1st February, 2019 (i.e. cut-off date for the purpose of voting).
- 2.5 All the postal ballot forms received upto 5.00 p.m. (IST) on Thursday, 14th March, 2019, the time and date fixed by the Company upto which the forms could be accepted, were considered for my scrutiny.
- 2.6 As on the date of this report, no envelopes containing postal ballot forms were received after Thursday, 14th March, 2019, 5.00 p.m. (IST).
- 2.7 I did not find any defaced or mutilated ballot paper.
- 2.8 I have also received a complete record from National Securities Depository Limited (NSDL), the agency appointed for providing and supervising electronic platform, of votes casted through electronic mode upto 5:00 p.m. on Thursday, 14th March, 2019. The votes cast were unblocked on Thursday, 14th March, 2019 in the presence of two witnesses, Ms. Anusha Singi and Ms. Preeti Bhangle who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Anusha Singi



Preeti Bhangle

- 2.9 The Voting done by remote e voting has been considered in cases where the Shareholders have casted their vote by both remote e voting and postal ballot.
- 2.10 The e-voting data was scrutinized by me for verification of votes cast in favour and against the Resolutions.
- 3 A summary of the voting through postal ballot forms received/e-voting is given below:

RESOLUTION NO. 1- Special Resolution: Alteration in main objects of MOA of the Company:



Sr. No.	Particulars	Postal Ballot forms			Voting by electronic mode		
		No. of Postal Ballot forms received	No. of Shares	% to the total shares representing valid votes	No. of electronic Ballot received	No. of Shares	% to the total shares representing valid votes
(a)	Total Postal Ballot forms received/ voted through e-voting	6	207	-	8	11951794	-
(b)	Less: Invalid Postal Ballot forms	4	6	-	-	-	-
(c)	Net valid Postal Ballot forms/ votes (As per Register).	2	201	100	8	11951794	100
(d)	Postal Ballot forms/ votes through e-voting with assent for the resolution.	2	201	100	5	11951791	99.99
(e)	Postal Ballot forms/ votes through e-voting with dissent for the resolution.	-	-	-	3	3	0.01

Total: Resolution no. 1

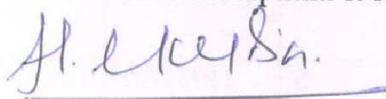
Sr. No.	Particulars	No. of Ballots/votes received	No. of Shares	% to the total shares representing valid votes
(a)	Total ballots & votes received	14	11952001	-
(b)	Less: Invalid ballots & votes (as per Register)*	4	6	-
(c)	Net valid ballots & votes (As per Register)	10	11951995	100
(d)	Valid Ballots & Votes with assent for the resolution	7	11951992	99.99
(e)	Valid Ballots & Votes with dissent for the resolution	3	3	0.01

*Invalid votes are cases where Members had voted through e-voting and also sent their Postal Ballot Forms.



3. I shall hand over the postal ballot forms and other related papers/ registers and records for the safe custody to Mr. Abhishek Bansal (DIN: 01445730) Chairman and Managing Director and/or Deepesh Jain (Meb No.: A39996), Company Secretary of the Company, who have been authorized by the Board to supervise the Postal Ballot process, after the receipt of certified true copy of signed minutes.
4. On the basis of the scrutiny of the postal ballot forms and votes casted through electronic mode, the Special Resolution no. 1 of Postal Ballot Notice dated 5th February, 2019 may be deemed to have been passed on Thursday, 14th March, 2019 i.e. the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting by the Members of the Company with the requisite majority.
5. You may accordingly declare the result of voting by Postal Ballot process (including votes cast through evoting).

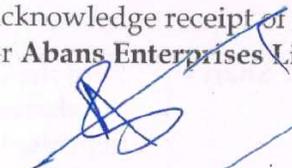
Thanking you,
For Hemanshu Kapadia & Associates,

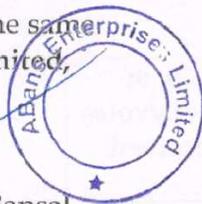

Hemanshu Kapadia
Scrutinizer
Practising Company Secretary
C.P. No.: 2285
FCS: 3477



Date: 15th March 2019
Place: Mumbai

I acknowledge receipt of the same
For Abans Enterprises Limited,


Abhishek Pradeepkumar Bansal
Chairman and Managing Director
DIN: 01445730



SPECIAL BUSINESS:

ALTERATION IN MAIN OBJECTS OF MOA OF THE COMPANY:

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to provision of Section 13 of Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 and other applicable provisions of the Companies Act, 2013 including any statutory modification(s) or re-enactment thereof, for the time being in force and subject to such approval as may be necessary if any, from the competent authorities, the consent be and is hereby accorded to alter the main object (Clause III) of the Memorandum of Association of the Company by inserting following clauses after existing clauses of Part A (Main Objects of the Company) of Clause III with the following clauses;

3. To carry on the business of providing consultancy or advisory services related to project finance and personal finance, loan syndication, management consultants, project appraisals, private equity and related arrangements, structured debt syndication managers, investment analysts, advisors, research analysts and related activities.

4. To carry on the business of acquisition, to purchase and takeover, manage, control and undertake or otherwise acquire any business either in part or in entirety, carried on by any individual, firm, joint family or company or body corporate which is in accordance with objects mentioned herein and in particular or purchase or otherwise acquire from such business right, properties and rights in India and abroad.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.”

Registered Office:

36/37/38A, 3rd Floor, 227, Nariman
Bhavan, Backbay Reclamation,
Nariman Point,
Mumbai - 400 021

Tel No.: 022 - 61790000

Web: www.abansenterprises.com

Email: compliance@abansenterprises.com

CIN: L74120MH1985PLC035243

By order of the Board

Sd/-

Abhishek Bansal

(Managing Director)

DIN: 01445730

Mumbai, February 5, 2019

